

178758

**PARTIAL ASSIGNMENT OF OIL AND GAS LEASES
AND BILL OF SALE**

EUREKA AND ELKO COUNTIES, NEVADA

ASSIGNOR: **A. Wade Nollkamper**
656 N. CR 1080
Kingsville, Texas 78363
(hereinafter referred to as "Assignor"),

ASSIGNEE: **C. C. Winn Venture 1996, Ltd., by**
Winn Exploration Co., Inc., Agent
One Shoreline Plaza – 19th Floor - NT
800 N. Shoreline Blvd.
Corpus Christi, Texas 78401
(hereinafter referred to as "Assignee"),

For and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, Assignor, does hereby Grant, Bargain, Sell, Transfer, Assign and Convey, and by these presents does Grant Bargain, Sell, Transfer, Assign and Convey unto Assignee, its successors and assigns forever, 10 Percent (50%) of Five Percent (5%) of Assignor's right, title and interest, being 2.5% of 100%, in and to and under the following (the "Assets"):

- (a) The oil and gas leases identified in Exhibit "A-1" attached hereto and made a part hereof,
- (b) Wells, equipment and facilities, and production from said Wells located on the lands described in Exhibit "A-1", said Wells being described in Exhibit "A-2" attached hereto and made a part hereof; and
- (c) Saltwater Disposal Well identified in Exhibit "A-3" attached hereto and made a part hereof.

Equipment wells and personal property located on or used directly in the operation of the assets are sold AS IS AND WHERE IS, AND WITHOUT WARRANTY OF MERCHANTABILITY, CONDITION OR FITNESS FOR A PARTICULAR PURPOSE, EITHER EXPRESSED OR IMPLIED.

This Partial Assignment and Bill of Sale is subject to that certain unrecorded Exploration Agreement dated June 16, 1999, by and between V. F. Neuhaus Properties, Inc. and Winn Exploration Co., Inc., as amended July 12, 1999 and unrecorded Co-Operating Agreement dated July 1, 1999, by and between V. F. Neuhaus Properties, Inc., Winn Exploration Co., Inc. and A. Wade Nollkamper.

The terms and conditions contained herein shall constitute covenants running with the land, and shall be binding upon, and for the benefit of, the respective successor and assigns of Assignor and Assignee.

IN WITNESS WHEREOF, this instrument is executed this 24th day of July, 2002; however, effective as of June 1, 2002.

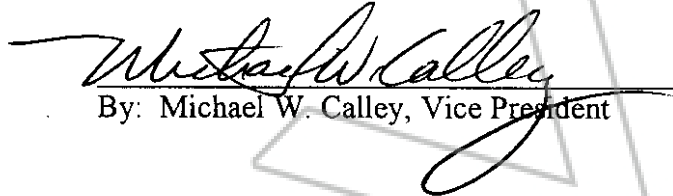
ASSIGNOR:



A. Wade Nollkamper

ASSIGNEE:

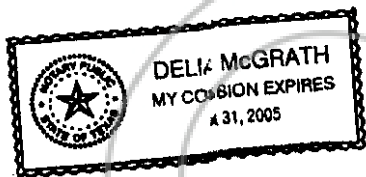
C.C. WINN VENTURE 1996, LTD., by
WINN EXPLORATION CO., INC., Agent

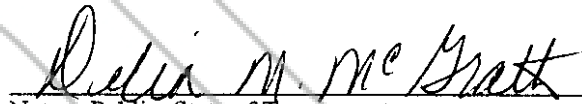

By: Michael W. Calley, Vice President

STATE OF TEXAS §

COUNTY OF KLEBERG §

This instrument was acknowledged before me on the 24th day of July, 2002 by A. Wade Ilkamper.

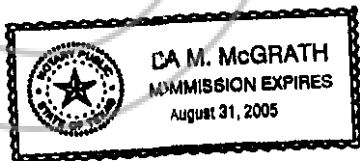



Notary Public, State of Texas
My Commission Expires: 8-31-05

STATE OF TEXAS §

COUNTY OF NUECES §

This instrument was acknowledged before me on the 24th day of July, 2002 by Michael W. Calley, Vice President of Winn Exploration Co., Inc., a Texas corporation, Agent for C.C. Winn Venture 1996, Ltd.



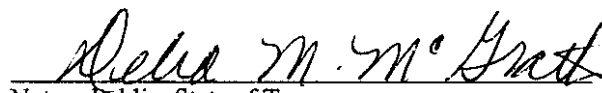

Notary Public, State of Texas
My Commission Expires: 8-31-05

EXHIBIT "A-1"

Attached to and be a part of that certain Partial Assignment of Oil, Gas and Mineral Leases and Bill of Sale dated July 24, 2002; however, effective as of June 1, 2002 by and between A. Wadeolkamper, as Assignor, and Winn Exploration Co., Inc., Agent for C.C. Winn Ventur996, Ltd., as Assignee.

EAST TOMERA RANCH PROSPECT LEASES

	Gross Acres	Recording Data
All of Section 33, T1N, R-52E; Elko & Eureka C, NV: Chestine D. Cook, Ind, & as heir...	640.00	Elko: Bk 993, Pg 109 Eureka: Bk 308, Pg 171
JaNell Cookd, & as heir...	640.00	Elko: Bk 993, Pg 111 Eureka: Bk 308, Pg 173
Carla Stivernwdssp	640.00	Elko: Bk 993, Pg 115 Eureka: Bk 308, Pg 177
Todd C. Cookdssp	640.00	Elko: Bk 993, Pg 117 Eureka: Bk 308, Pg 179
Dawn E. Cook a single woman	640.00	Elko: Bk 993, Pg 113 Eureka: Bk 308, Pg 175
US BLM N61605 T1N, R-52E, all of Section 28 and 34; Elko & Eureka Cos. NV	1,280.00	
US BLM N61812 T1N, R-52E, Section 2, lots 1,2,3,4, 1/2 N 1/2, S 1/2 and all of Section 11 Elko Co., NV	1,281.36	
US BLM N61507 T1N, R-52E, Section 4, lots 1,2,3,4 1/2 N 1/2, S 1/2 (All); All of Section 10 and Section 16, E 1/2, NE 1/4 NW4; Elko & Eureka Cos., NV	1,642.26	

EXHIBIT "A-2"

Attached to and made a part of that certain Partial Assignment of Oil, Gas and Mineral Leases and Bill of Sale dated July 24, 2002; however, effective as of June 1, 2002 by and between A. Wade Wilkammer, as Assignor, and Winn Exploration Co., Inc., Agent for C.C. Winn Venture '96, Ltd., as Assignee.

WELL NAMES:

TOMERA RANCI3-1

TOMERA RANCI3-2

TOMERA RANCI3-2R

TOMERA RANCI3-2RR

WATER WELL

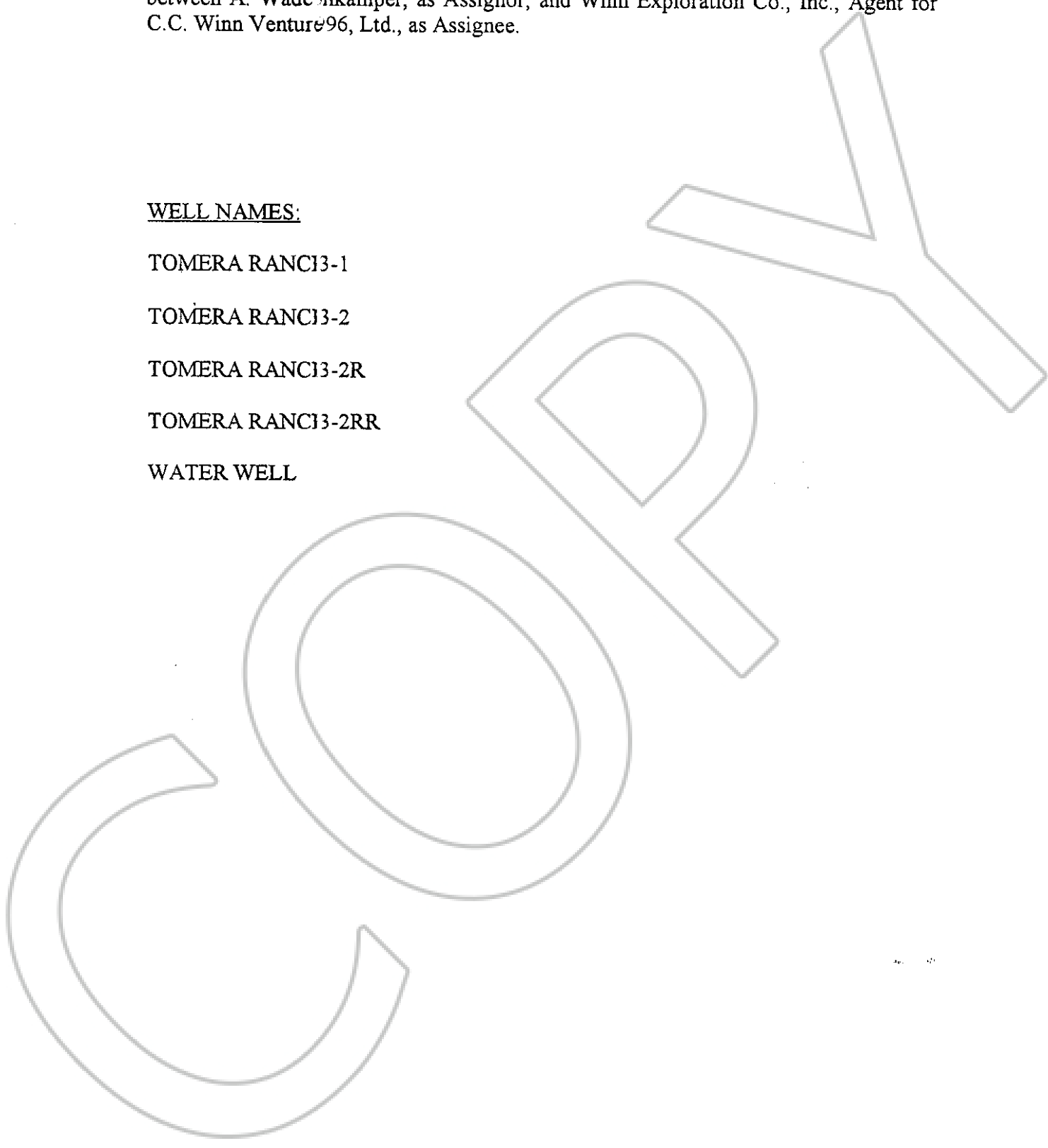


EXHIBIT "A-3"

Attached to and be a part of that certain Partial Assignment of Oil, Gas and Mineral Leases and Bill of Sale dated July 24, 2002; however, effective as of June 1, 2002 by and between A. Wade Knollkamper, as Assignor, and Winn Exploration Co., Inc., Agent for C.C. Winn Ventures 1996, Ltd., as Assignee.

EUREKA COUNTY, NEVADA

LEASE AGREEMENTS (OIL AND GAS OR SURFACE)

SOUTHERN PACIFIC #1-5, #1-5R

FORELAND LEASE NO.: NV-002-000044, BRAVO #2
LESSOR: Bravo Oil Company, a Texas Corporation
LESSEE: Foreland Corporation
LEASE DATE: 12/01/82
RECORDING DATA: MEMO OF OIL & GAS LEASE RECORDED:
BOOK 212, PAGE 243 - Official Records of Eureka County,
Nevada
DESCRIPTION: Lot 1 Section 5-T30N-R52E.

FOOTNOTE REFERENCES:

Subject to Frout and Option Farmout Agreement dated January 9, 1987, as amended, by and betwn Sun Operating Limited Partnership, Reading & Bates Petroleum Co. and Foreland Coration. DC-20057

Subject to Morandum of Operating Agreement and Financing Statement recorded Book 163, Pg 128 of the Eureka County, Nevada records DC-20057.

Subject to Ltr of Intent dated August 21, 1986 by and between Lane Lasrich et al and Sun Explorn and Production Company. DC-20057.

Subject to Crating Agreement dated July 20, 1987 by and between Foreland Corporation Operator and Sun Operating Limited Partnership as Non-Operator.

Subject to Agnment and Bill of Sale dated June 17, 1991 by and between Sun Operating Lited Partnership as Assignor and Foreland Corporation as Assignee

BOOK 350 PAGE 93
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
A Wade Knollkamper
02 SEP -9 PM 1:38

EUREKA COUNTY NEVADA
M.H. REBALEATI, RECORDER
FILE NO. FEES 18⁰⁰

178758

BOOK 350 PAGE 097